

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

_____))
IN THE MATTER OF: OCTAGON FINANCIAL)
SERVICES, INC.)
_____))

FILE NO. 0400317

CONSENT ORDER OF DISMISSAL

TO THE RESPONDENT: Octagon Financial Services, Inc.
 (B/D#: 107335)
 1751 Pinnacle Drive
 Suite 1500
 McLean, Virginia 22102

WHEREAS, Respondent on the 30th day of November 2004 executed a certain Stipulation to Enter Consent Order of Dismissal (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondent has admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing of the Secretary of State, Securities Department, dated October 26, 2004, in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Dismissal ("Consent Order").

WHEREAS, by means of the Stipulation, the Respondent acknowledged, without admitting or denying the truth thereof, that the following allegations contained in the Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

1. That the Respondent is a corporation, which engages in the business of providing investment advisory services to the general public.
2. That since July 31, 2003 the Respondent provided investment advisory services for a fee to seven (7) Illinois residents.
3. That Section 8.A of the Act provides, in pertinent part except as otherwise provided, every investment advisor shall be registered as such with the Secretary of State.

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4. That the activity described in paragraph two (2) above constitutes the activity of an investment advisor as defined in Section 2.11 of the Act.
5. That during all times relevant, the Respondent was not registered with the Secretary of State as an investment advisor pursuant to Section 8 of the Act.
6. That Section 12.C of the Act provides, inter alia, that it is a violation of the provisions of the Act for any person to act as an investment advisor, unless registered as such where such registration is required under the provisions of Act.
7. That by virtue of the foregoing, the Respondent has committed a violation of Section 12.C of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged, without admitting or denying the averments, that the following shall be adopted as the Secretary of State's Conclusion of Law:

That by virtue of the foregoing, the Respondent has committed a violation of Section 12.C of the Act.


WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that it has submitted with the document a check in the amount of Eleven Thousand Five Hundred Dollars (\$11,5000.00) payable to the Office of the Secretary of State, Illinois Securities Department as a fine.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. The Notice of Hearing dated October 26, 2004 is dismissed.
2. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED: This 9th day of December 2004.


JESSE WHITE
Secretary of State
State of Illinois